



OFFICE OF INSURANCE AND SAFETY FIRE COMMISSIONER

RALPH T. HUDGENS
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER

August 7, 2015

SEVENTH FLOOR, WEST TOWER
FLOYD BUILDING
2 MARTIN LUTHER KING, JR. DRIVE
ATLANTA, GEORGIA 30334
(404) 656-2056
www.oci.ga.gov

Tim Farber
Senior Counsel
Locke Lord LLP
111 South Wacker Drive
Chicago, IL 60606

Re: Form A – Acquisition of Humana Employers Health Plan of Georgia, Inc. (“Domestic HMO”) by Aetna Inc. (“Aetna” or the “Applicant”)

Dear Mr. Farber:

Based upon our preliminary review of the above referenced Form A statement as filed with the Georgia Department of Insurance, we cordially request a response to the following issues:

- 1) Please provide the Form E filing associated with this transaction.
- 2) In the current Form A filing, the total value of the Transaction is purported to be approximately \$37 billion of which approximately \$16 billion will be financed. At present is there more information available to Aetna as to the ultimate nature and mix of debt that will be utilized to close the Transaction? If any changes have occurred to the nature and mix of debt to fund the transaction an amendment to the Form A filing is necessary and a new 8-K should be submitted.
- 3) Please detail the line items that comprise the total value of the Transaction mentioned in the previous item.
- 4) Please provide a list of the regulatory approvals needed to complete the Transaction. Include in the listing the contact information of all individuals in these regulatory bodies that have received a filing similar to the filing under consideration. Finally, include in this listing discussion of the timing needed of each approval to cleanly close the Transaction by the specified closing date.
- 5) Please provide business plans and financial projections (including expected dividend payments for the next 3 calendar years) for Aetna Health Inc. (a Georgia corporation), Aetna Better Health Inc. (a Georgia corporation) and the Domestic HMO.
- 6) If not already provided, please provide updated biographical affidavits and investigative background reports for all officers and directors of the Applicant that will become officers and directors of the Domestic HMO post-closing.
- 7) Please provide a listing of the current operational personnel for the Domestic HMO as well as the number of those individuals who currently reside in Georgia. Please also list how many of the total proposed directors of Domestic HMO post-closing are Georgia residents.

- 8) Please provide a listing of the current operational personnel for the Domestic HMO as well as the number of those individuals who currently reside in Georgia.
- 9) Please provide a list of the current affiliated agreements approved by the State of Georgia for the Domestic HMO. Please affirm that each of these agreements will remain in full effect post-closing of the Transaction. If any agreements are expected to be changed or replaced please detail these changes in your response and if available please provide draft copies of these amended/new agreements.
- 10) Have the Humana Inc. stockholders approved the Acquisition Agreement?
- 11) In terms of dissenting rights of stockholders, do the parties of the Acquisition Agreement envision any "dissenting rights" issues as a result of the agreement? If so, please explain.
- 12) What is the current status of the Hart-Scott-Rodino filing? Please provide a copy of the filing and related requests for information from the U.S. Department of Justice.

Please be advised, this is an initial list of questions based upon our on-going review of the Form A filing. Additional questions may be forthcoming based upon our review and responses provided to the issues being raised. Please have your response completed and submitted to my attention as soon as possible. Should you have any questions related to the aforementioned issues, I may be reached by phone or email noted below.

Sincerely,



Scott Sanders
Life & Health Supervisor
Division of Insurance and Financial Oversight
(404) 657-7742
SSanders@oci.ga.gov

Cc: Trey Sivley
Courtney Faust
Margaret Witten
Vince Wiegand
Jay Florence